

## **EXHIBIT B**

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: :  
1<sup>ST</sup> ROCHDALE COOPERATIVE GROUP, LTD. : **Bankruptcy Proceeding Chapter 7**  
: **Case No. 05-12086 (PCB)**  
Debtor :  
:   
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ROBERT L. GELTZER, as Chapter 7 Trustee for :  
1<sup>ST</sup> ROCHDALE COOPERATIVE GROUP, LTD., :  
:   
Plaintiff, :  
:   
v. :  
:   
GARY ALTMAN, RHODA BROWN, "JOHN DOE : **07 CV 7852 (DC)**  
1" AS EXECUTOR OR ADMINISTRATOR OF :  
THE ESTATE OF GEORGE CRETHAN, SAUL :  
MILDWORM, JACK RASKIN, DAVID SMITH, :  
FRANCIS CONNOLLY and JOAN KRAMER AS :  
EXECUTORS OF THE ESTATE OF ALLEN :  
THURGOOD, EDWARD YAKER, GREGORY :  
WORTHAM and DAVID L. JOHNSON, :  
Defendants.  
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**ORDER APPROVING A STIPULATION OF SETTLEMENT BETWEEN  
ROBERT GELTZER, AS CHAPTER 7 TRUSTEE OF 1<sup>ST</sup> ROCHDALE  
COOPERATIVE GROUP, LTD. AND DEFENDANTS GARY ALTMAN,  
RHODA BROWN, THE ESTATE OF GEORGE CRETHAN, SAUL  
MILDWORM, JACK RASKIN, DAVID SMITH and EDWARD YAKER  
PURSUANT TO RULE 9019 OF THE FEDERAL RULES OF  
BANKRUPTCY PROCEDURE**

Upon the Affirmation of Robert A. Wolf, Esq., dated May 21, 2008 (the "Affirmation"),  
in support of the motion (the "Motion") of Robert L. Geltzer, the Chapter 7 Trustee (the  
"Trustee") of the Debtor, 1<sup>st</sup> Rochdale Cooperative Group, Ltd. (the Debtor"), for an Order

pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") approving the Stipulation of Settlement dated as of May 8, 2008, ("Stipulation," a copy of which is annexed hereto as Exhibit "A"), entered into in the above-captioned adversary proceeding between the plaintiff-Trustee and defendants Gary Altman, Rhoda Brown, Estate of George Crethan, Saul Mildworm, Jack Raskin, David Smith and Edward Yaker (collectively the "Former Directors"); and good and sufficient notice of the Motion having been given, and no further notice being required; and no objection having been interposed to the Motion; and due deliberation having been had; and the Court having found that the Stipulation is in the best interests of the Debtor, its estate, and its creditors; and for good cause shown, it is:

**ORDERED** that the relief requested in the Trustee's Motion is hereby granted in all respects; and it is further

**ORDERED** that the Stipulation, including without limitation the settlement reflected therein and each of its terms as contained therein, which terms are incorporated herein by reference, is hereby approved in all respects; and it is further

**ORDERED** that the settlement reflected in the Stipulation is within the proper business judgment of the Trustee; and it is further

**ORDERED** that any requirement under any Local Bankruptcy or District Court Rules for the submission of a memorandum of law with respect to the Trustee's Motion is hereby dispensed with and waived.

Dated: New York, New York  
June , 2008

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**HONORABLE DENNY CHIN**  
**UNITED STATES DISTRICT JUDGE**